FINANCIAL STATEMENTS AND INDEPENDENT AUDITORS' REPORT

DECEMBER 31, 2012 AND 2011

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INDEPENDENT AUDITORS' REPORT

To the Board of Directors of Abe's Garden Nashville, Tennessee

We have audited the accompanying statements of Abe's Garden (a nonprofit corporation), which comprise the statement of financial position as of December 31, 2012 and 2011, and the related statements of activities, functional expenses and cash flows for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessments of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Abe's Garden as of December 31, 2012 and 2011, and the changes in its net assets and its cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

April 26, 2013

Bellenfant & Miles, PLLC

STATEMENTS OF FINANCIAL POSITION

DECEMBER 31, 2012 AND 2011

ASSETS

	<u>2012</u>	<u>2011</u>
Current Assets		
Cash and Cash Equivalents	\$ 1,739,089	\$ 1,613,662
Accounts Receivable	57,808	90,705
Pledges Receivable	586,935	848,046
Inventory	16,048	8,178
Prepaid Expenses	24,016	13,382
Total Current Assets	2,423,896	2,573,973
Land, Building and Equipment	17,920,101	15,300,436
Less: Accumulated Depreciation	(964,942)	(710,995)
Land, Building and Equipment - Net	16,955,159	14,589,441
Noncurrent Assets		
Pledges Receivable, Due after One Year	605,996	1,249,898
Closing Costs, Net of Amortization	261,104	269,716
Other Assets	1,800	
Total Noncurrent Assets	868,900	1,519,614
Total Assets	\$ 20,247,955	\$ 18,683,028

STATEMENTS OF FINANCIAL POSITION - CONTINUED

DECEMBER 31, 2012 AND 2011

LIABILITIES AND NET ASSETS

		<u>2012</u>	<u>2011</u>
Current Liabilities			
Current Portion of Bonds Payable	\$	400,000	\$ 400,000
Accounts Payable and Accrued Expenses		500,461	217,929
Accrued Liability for Cumberland Property		-	210,000
Tenant Deposits		268,829	205,320
Accrued Interest		3,667	12,309
Property Tax Accrual		166,735	137,395
Personalty Tax Accrual		2,757	 1,536
Total Current Liabilities		1,342,449	 1,184,489
Noncurrent Liabilities			
Derivative Financial Instruments		82,830	-
Notes Payable		1,600,000	1,600,000
Non-Current Portion of Bonds Payable		11,800,000	10,473,373
Line of Credit - Related Party		-	 472,961
Total Noncurrent Liabilities		13,482,830	 12,546,334
Total Liabilities		14,825,279	 13,730,823
Net Assets			
Unrestricted		5,077,884	3,684,886
Temporarily Restricted		344,792	 1,267,319
Total Net Assets		5,422,676	 4,952,205
Total Liabilities and Net Assets	\$	20,247,955	\$ 18,683,028

STATEMENT OF ACTIVITIES

Support and Revenue	Unrestricted	Temporarily <u>Restricted</u>	<u>Total</u>
Contributions Capital Campaign Contributions Residential Rent Services Sold to Residents Net Assets Released from Restrictions	\$ 141,583 - 3,176,498 610,135 1,537,490	\$ - 614,963 - - (1,537,490)	\$ 141,583 614,963 3,176,498 610,135
Total Support and Revenue	5,465,706	(922,527)	4,543,179
Expenses			
Program Services	3,657,734	-	3,657,734
Supporting Services Management and General Fundraising	229,881 238,973	<u> </u>	229,881 238,973
Total Expenses	4,126,588	-	4,126,588
Other Income Interest Income Insurance Proceeds	2,513 51,367	<u>-</u>	2,513 51,367
Total Other Income	53,880	_	53,880
Change in Net Assets	1,392,998	(922,527)	470,471
Net Assets, January 1, 2012	3,684,886	1,267,319	4,952,205
Net Assets, December 31, 2012	\$ 5,077,884	\$ 344,792	\$ 5,422,676

STATEMENT OF ACTIVITIES

Support and Revenue	<u>Unrestricted</u>	Temporarily <u>Restricted</u>	<u>Total</u>
Contributions	\$ 1,814,182	\$ -	\$1,814,182
Capital Campaign Contributions	Ψ 1,014,102	239,030	239,030
Residential Rent	2,566,933	-	2,566,933
Services Sold to Residents	709,923	-	709,923
Net Assets Released from Restrictions	2,850,000	(2,850,000)	
Total Support and Revenue	7,941,038	(2,610,970)	5,330,068
Expenses			
Program Services	3,271,540	-	3,271,540
Supporting Services Management and General Fundraising	200,344 234,390	- -	200,344 234,390
	3,706,274	-	3,706,274
Loss on Sale of Assets Expenses for Assets Held	3,242 210,180	-	3,242 210,180
2.1000 101 1 10000 22010	· · · · · · · · · · · · · · · · · · ·		
Total Expenses	3,919,696		3,919,696
•			
Other Income	20.402		20.402
Interest Income	39,493	-	39,493
Total Other Income	39,493		39,493
Change in Net Assets	4,060,835	(2,610,970)	1,449,865
Net Assets, January 1, 2011	(375,949)	3,878,289	3,502,340
Net Assets, December 31, 2011	\$ 3,684,886	\$ 1,267,319	\$4,952,205

STATEMENT OF FUNCTIONAL EXPENSES

				Supportin	g Servi	ces		
	P	rogram	Ma	nagement				
		Services		and General		Fundraising		Total
Salaries	\$	1,736,349	\$	-	\$	145,234	\$	1,881,583
Contractual Employees		1,426		-		-		1,426
Employee Benefits		174,307		-		11,659		185,966
Payroll Taxes		153,263				10,766		164,029
Total Salaries and Benefits		2,065,345		-		167,659		2,233,004
Advertising		22,362		20		1,409		23,791
Amortization		3,612		-		5,000		8,612
Depreciation		253,286		-		661		253,947
Equipment Rental		227		-		-		227
Food		246,188		-		-		246,188
Insurance		39,215		1,106		4,550		44,871
Interest		310,577		179,835		-		490,412
Licenses and Fees		3,090		300		-		3,390
Meetings		1,755		1,178		2,701		5,634
Miscellaneous		4,488		-		305		4,793
Postage		1,108		331		2,583		4,022
Printing		3,359		13		14,197		17,569
Contracted Services		124,359		38,115		29,739		192,213
Property Taxes		157,784		-		-		157,784
Repairs and Maintenance		70,512		707		1,142		72,361
Supplies		98,135		696		1,184		100,015
Telephone and Cable		25,004		34		493		25,531
Travel		10,279		3,707		7,350		21,336
Utilities		217,049		3,839		-		220,888
				99 0 224	Φ.	020.070	Φ.	4 100 500
Total Functional Expenses	\$	3,657,734	\$	229,881	_\$	238,973	\$	4,126,588

STATEMENT OF FUNCTIONAL EXPENSES

			Supporting Services					
	I	Program	Ma	nagement				
		Services		and General		<u>Fundraising</u>		Total
Salaries	\$	1,437,256	\$	-	\$	-	\$	1,437,256
Contractual Employees		34,692		-		-		34,692
Employee Benefits		139,191		-		-		139,191
Payroll Taxes		128,704		-				128,704
Total Salaries and Benefits		1,739,843		-		-		1,739,843
Advertising		15,490		20		1,332		16,842
Amortization		13,064				5,000		18,064
Depreciation		203,073		-		963		204,036
Equipment Rental		2,925		-		-		2,925
Food		226,746		<u>.</u>		-		226,746
Insurance		22,167		950		712		23,829
Interest		482,425		159,148		-		641,573
Licenses and Fees		3,478		-		300		3,778
Meetings		1,741		1,730		5,560		9,031
Miscellaneous		5,514		385		320		6,219
Postage		1,119		58		3,368		4,545
Printing		2,821		-		9,086		11,907
Contracted Services		106,729		32,525		198,597		337,851
Property Taxes		81,800		-		-		81,800
Repairs and Maintenance		61,881		-		1,781		63,662
Supplies		60,213		532		3,184		63,929
Telephone and Cable		23,175		-		-		23,175
Travel		10,034		4,996		4,187		19,217
Utilities		207,302		-		<u>-</u>		207,302
					·			
Total Functional Expenses	\$	3,271,540	\$	200,344	_\$	234,390	\$	3,706,274

STATEMENTS OF CASH FLOWS

DECEMBER 31, 2012 AND 2011

CASH FLOWS FROM OPERATING ACTIVITIES		2012	<u>2011</u>
Change in Net Assets	\$	470,471	\$ 1,449,865
Adjustments to Reconcile to Net Cash Provided by Operations:			
Depreciation and Amortization		262,559	209,219
(Increase) Decrease in:			(40,000)
Accounts Receivable		32,897	(58,909)
Pledges Receivable		905,013	738,287
Prepaid Expenses		(10,634)	(1,212)
Inventory		(7,870)	1,389
Other Assets		(1,800)	-
Increase (Decrease) in:			51.144
Accounts Payable and Accrued Expenses		282,532	71,144
Accrued Liability for Cumberland Property		(210,000)	210,000
Tenant Deposits		63,509	47,838
Accrued Interest		(8,642)	(4,250)
Tax Accruals		30,561	(28,647)
Derivative Financial Instruments		82,830	
Net Cash Provided by Operating Activities		1,891,426	 2,634,724
CASH FLOWS FROM INVESTING ACTIVITIES			
Acquisition of Land, Building, and Equipment		(2,619,665)	(1,477,766)
Net Cash Used by Investing Activities		(2,619,665)	 (1,477,766)
CASH FLOWS FROM FINANCING ACTIVITIES			
Lease Principal Payments		<u>.</u>	(830)
Payments Made on Notes Payable		-	(11,600,000)
Payments Made on Line of Credit		(482,964)	(1,091,435)
Proceeds From Borrowings on Line of Credit		10,003	1,543,584
Proceeds From the Issuance of Bonds		1,726,627	10,873,373
Payments on Bonds Payable	-	(400,000)	 (89,091)
Net Cash Provided (Used) by Investing Activities		853,666	 (364,399)
Net Increase (Decrease) in Cash		125,427	792,559
Cash, beginning of year		1,613,662	 821,103
Cash, end of year	\$	1,739,089	\$ 1,613,662

Supplemental Cash Flows Information:

During the years ended December 31, 2012 and 2011, the Organization paid interest of \$407,582 and \$641,573, respectively.

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2012 AND 2011

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Organization and Purpose:

Abe's Garden ("the Organization") is a nonprofit organization incorporated in Tennessee that is a luxury, independent senior citizen living community specializing in Alzheimer's and adult care. The Organization was founded on May 25, 2007.

Classification of Restricted and Unrestricted Net Assets:

The accompanying financial statements have been prepared on the accrual basis of accounting in accordance with U.S. generally accepted accounting principles. Financial statement presentation follows the requirements of the Financial Accounting Standards Board (FASB) Accounting Standards Codification Topic related to Presentation of Financial Statements of Not-for-Profit Organizations. Under the FASB Accounting Standards Codification, the Organization is required to report information regarding its financial position and activities according to three classes of net assets; unrestricted net assets, temporarily restricted net assets, and permanently restricted net assets.

Unrestricted net assets - Net assets that are not subject to donor-imposed stipulations.

Temporarily restricted net assets - Net assets subject to donor-imposed stipulations that may or will be met, either by actions of the Organization and/or the passage of time. When a restriction expires, temporarily restricted net assets are reclassified to unrestricted net assets and reported in the statement of activities as net assets released from restrictions.

Permanently restricted net assets - Net assets subject to donor-imposed stipulations that may be maintained permanently by the Organization. Generally donors of these assets permit the Organization to use all or part of the income earned for general or specific purposes. The Organization had no permanently restricted net assets as of December 31, 2012 or 2011.

Advertising:

Abe's Garden expenses advertising costs as incurred. Advertising costs for 2012 and 2011 were \$23,791 and \$16,842, respectively.

NOTES TO FINANCIAL STATEMENTS - CONTINUED

DECEMBER 31, 2012 AND 2011

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - Continued

Depreciation:

It is the Organization's policy to capitalize property and equipment over \$500. All purchases less than that amount are expensed in the period incurred. Donated property and equipment are reported as contributions at estimated fair value. Unless donor-restricted, all donated property and equipment are reported as increases in unrestricted net assets. Property and equipment are depreciated over estimated useful lives using the straight-line method. Useful lives range from 3 years for computer equipment to 40 years for building and building improvements.

Income Taxes:

Abe's Garden is exempt from Federal Income Taxes under Section 501(c)(3) of the Internal Revenue Code. Accordingly, no provision for income taxes has been made.

The Organization has evaluated its tax positions in accordance with the Codification Standard relating to Accounting for Uncertainty in Income Taxes. The Organization believes that it has taken no uncertain tax positions.

Cash:

For purposes of the statement of cash flows, the Organization considers all investment instruments purchased with a maturity of three months or less to be cash equivalents.

Donated Assets and Services:

Noncash donations are recorded as contributions at their estimated fair values at the date of donation. A substantial number of volunteers have donated significant amounts of their time to the Organization's program services and fundraising campaigns. Contributions of donated services that create or enhance nonfinancial assets or that require specialized skills are provided by individuals possessing those skills. These services would typically need to be purchased if not provided by donation and are recorded at their fair values in the period received. Contributions of \$60,542 and \$654,232 were recorded as in-kind for the year ended December 31, 2012 and 2011, respectively. During 2011, \$621,500 was related to the donation of a building.

NOTES TO FINANCIAL STATEMENTS - CONTINUED

DECEMBER 31, 2012 AND 2011

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - Continued

Estimates:

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual amounts could differ from those estimates.

Concentration of Credit Risk:

Financial instruments that potentially subject the Organization to concentrations of credit risk consist principally of cash on deposit and pledges receivable. Cash deposits are primarily in financial institutions in Tennessee and at times, may exceed FDIC limits. The balance of an interest bearing account exceeded federally insured amounts by \$828,181 and \$587,544 as of December 31, 2012 and 2011, respectively. Concentrations of credit risk with respect to pledges receivable are limited to donors in the Nashville area. Management does not believe that significant credit risk exists at December 31, 2012 and 2011.

Accounts and Pledges Receivable:

Accounts and pledges to be received within the next 12 months, or with restrictions that have been met at year-end are classified as current assets. Pledges designated by the donor to be received more than 12 months after year-end have been classified as noncurrent assets. Abe's Garden does not require collateral or other security to support the receivables, nor does it accrue interest on any of its receivables. Management has evaluated all outstanding pledges at December 31, 2012 and 2011, and determined that no additional allowance is considered necessary.

2. LAND, BUILDING AND EQUIPMENT

A summary of land, building and equipment at December 31, is as follows:

	<u>2012</u>	<u>2011</u>
Land	\$ 7,272,275	\$ 7,272,275
Building and Improvements	10,087,799	7,706,479
Equipment	560,027	321,682
	17,920,101	15,300,436
Less: Accumulated Depreciation	(964,942)	(710,995)
Land, Building and Equipment - net	\$16,955,159	\$14,589,441

NOTES TO FINANCIAL STATEMENTS - CONTINUED

DECEMBER 31, 2012 AND 2011

3. RELATED PARTIES

Pledges Receivable

Related party pledges receivable consisted of pledges received from a board member at December 31, 2012. Related party pledges receivable due in the next fiscal year are reflected as current, whereas, pledges due in subsequent years are reflected as long-term. The net present value of the related party pledges discounted at 2.60% is \$36,273. Management has determined that no allowance is deemed necessary. Related party pledges receivable as of December 31, 2012 and 2011 consist of:

	<u>2012</u>	<u>2011</u>
Unrestricted Less discount to net present value	\$ 40,000 (3,727)	\$ 50,000 (3,755)
	\$ 36,273	\$ 46,245
Amounts due in: Less than one year One to five years	\$ 10,000 30,000	\$ 10,000 40,000
	\$ 40,000	\$ 50,000

Line of Credit

The Organization has a demand note, dated October 2, 2007, with a partnership in which a board member is a controlling partner, available under a line of credit in the amount up to \$2,000,000 for the Development Project. The interest rate on this demand note was modified in January 2009 to the Prime Rate (3.25% as of December 31, 2012). During 2012, \$472,961 was paid on the balance of this note. Interest of \$10,003 was accrued and paid, on this loan during 2012. The balance at December 31, 2012 and 2011 was \$0 and \$472,961, respectively.

Notes Payable

The same partnership loaned \$1,600,000 to the Organization that matures January 15, 2015. No principal was repaid on this loan during 2012 or 2011. Interest of \$88,000 was paid on the loan in both 2012 and 2011.

Payment of Expenses

A board member is majority shareholder of the company which provides certain back office administrative and payroll services to the Organization. The Organization reimbursed, the company at cost, for the direct cost of payroll and other related expenses in the amounts of \$83,169 and \$232,842 the years ended December 31, 2012 and 2011, respectively.

NOTES TO FINANCIAL STATEMENTS - CONTINUED

DECEMBER 31, 2012 AND 2011

4. TEMPORARILY RESTRICTED NET ASSETS

Temporarily restricted net assets are available for the following at December 31:

<u> 2012</u>

<u>2011</u>

Capital Campaign

\$ 344,792

\$ 1,267,319

5. RETIREMENT PLAN

The Organization has a 401(k) Retirement Savings Plan under which the Company is required to match 5% of employee contributions up to 5% of employee's salaries. The Company's contribution was \$212 and \$200 for the years ended December 31, 2012 and 2011, respectively.

6. NOTE PAYABLE

2012

2011

Note Payable to a privately owned partnership, dated January 15, 2008 in the amount of \$1,600,000, due in interest only payments starting February 15, 2008 at a rate of 5.5%. All principal and interest is due and payable on January 15, 2015. The note is secured by the real estate of the Organization subordinate to the commercial bank note payable.

1,600,000

1,600,000

As of December 31, 2012, the note payable matures as follows:

2013

\$

2014

1,600,000

2015

1,000,000

\$ 1,600,000

NOTES TO FINANCIAL STATEMENTS - CONTINUED

DECEMBER 31, 2012 AND 2011

7. BONDS PAYABLE

The Organization has tax-exempt bonds payable which were issued by The Health and Education Facilities Board of the Metropolitan Government of Nashville and Davidson County, Tennessee, the original trustee. The principal amount of the bonds was used to refinance a loan with a commercial bank of \$10,600,000 and to provide additional funds for the development of the Abe's Garden Project. In 2011 the bonds were purchased from the original trustee by SunTrust Bank (the Bank). The Organization has signed a loan agreement with the Bank that stipulates payment terms relating to principal and interest. The bonds mature on September 1, 2036. Interest is based on the highest of three prevailing indexes (2.60% as of December 31, 2012). The bonds are secured by the land and building of Abe's Garden Project.

The agreement with the Bank contains various debt covenants, including requirements that the Organization maintain cash of greater than 150 days of operating expenses and maintain a debt service coverage ratio of not less than 1.20 to 1. As of December 31, 2012, the Organization was in compliance with the debt covenants.

		As of December 31, 2012,	Bonds Payable
Total Bonds Payable	\$12,200,000	mature as follows:	
Less Current Portion	400,000		
		2013	\$ 400,000
Non-Current Portion of	\$11,800,000	2014	400,000
Bonds Payable		2015	400,000
·		2016	400,000
		2017 and thereafter	10,600,000
			\$12,200,000

8. SUBSEQUENT EVENTS

Subsequent events were evaluated through April 26, 2013, which is the date the financial statements were available to be issued.

NOTES TO FINANCIAL STATEMENTS - CONTINUED

DECEMBER 31, 2012 AND 2011

9. DERIVATIVE FINANCIAL INSTRUMENTS

The Organization held variable rate debt of approximately \$12.2 million as of December 31, 2012. Interest rate swap agreements are used by the Organization to mitigate the risk of changes in interest rates associated with variable interest rate indebtedness. Under such arrangements, a portion of variable rate indebtedness is converted to fixed rates based on a notional principal amount. The interest rate swap agreements are derivative instruments that are required to be marked to fair value and recorded on the statement of financial position. As of December 31, 2012, the aggregate notional principal amount under the interest rate swap agreements, with maturity dates ranging from 2016 through 2021, totaled \$10 million. The fair value of the interest rate swap agreements was a liability of \$82,830 and is included in noncurrent liabilities in the accompanying statements of financial position.

The change in fair value on these interest rate swap agreements was a loss of \$82,830 for the year ended December 31, 2012 and is included in the statements of activities as interest expense.

The overall impacts of fluctuations in the fair value of the swap arrangement were as follows:

Liability for Derivative Financial Instruments, January 1, 2012	\$ -
Loss on interest rate swap	 82,830
Liability for Derivative Financial Instruments, December 31, 2012	\$ 82,830
Interest Paid on Debt	\$ 407,582
Loss on interest rate swap	 82,830
Interest expense, per statement of activities	\$ 490,412